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and Individual Skadden Attorneys

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

KENNETH L. SCHROEDER,

Defendant.

CASE NO. C 07-3798-JW (HRL)

**DECLARATION OF MORGAN K.  
LOPEZ IN SUPPORT OF SKADDEN,  
ARPS, SLATE, MEAGHER & FLOM  
LLP'S OPPOSITION TO KENNETH L.  
SCHROEDER'S MOTION TO COMPEL**

Date: September 9, 2008

Time: 10:00 a.m.

Courtroom: 8

Judge: Magistrate Judge Howard R. Lloyd

**DECLARATION OF MORGAN K. LOPEZ**

I, Morgan K. Lopez, declare:

1. I am an attorney duly licensed to practice law in the State of California. I am an associate at the law firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"). My home office is Skadden's Palo Alto office. Skadden represented the Special Committee ("SC") of the Board of Directors of KLA-Tencor Corporation ("KLA" or the "Company"). I have personal knowledge of the facts set forth below and could competently testify thereto.

2. I graduated from law school in 2001 and have worked on multiple internal investigations since then. I have attended several witness interviews in connection with those investigations.

3. In August 2006, I was asked to take notes at an interview of a former KLA employee in connection with an investigation of KLA's stock option granting practices being conducted by the SC. The interview was scheduled to take place on August 29, 2006, in Skadden's Palo Alto office.

4. Prior to the interview, I spoke with Timothy Miller, a partner in Skadden's San Francisco office, at which time he reviewed certain facts and legal issues with me and discussed the status of the investigation. Mr. Miller also explained that following the interview, I would be responsible for drafting a memorandum of the interview.

5. My primary responsibility at the SC interview in which I participated was to record information provided or observations made by the witness, which, in my judgment, were of importance to the investigation and relevant to a further understanding of the option granting practices at KLA.

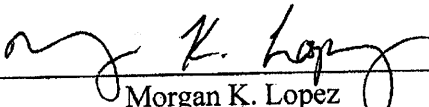
6. My conversation with Mr. Miller about the case informed my participation in the interview I attended. I relied on my understanding of the facts and applicable legal theories to determine, in my judgment, the relevant facts to be recorded.

7. After the conclusion of the SC interview, I used my notes and recollections to prepare a memorandum. I circulated a draft of the memorandum to Mr. Miller for his review. To

1 my knowledge, neither my notes nor any drafts of the interview memorandum were seen or  
2 adopted by the witness.

3 8. The notes I took at the SC interview are not verbatim transcriptions, and I did not  
4 understand the purpose of my participation in the interview to be to create a verbatim transcription.  
5 I did not share my notes with anyone outside of Skadden. To my knowledge, none of my notes  
6 have ever been seen or reviewed by anyone outside of Skadden.

7 I declare under penalty of perjury under the laws of the United States of America that the  
8 foregoing is true and correct. Executed this 1<sup>st</sup> day of August 2008, in Palo Alto, California.

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